

This listing of claims will replace all prior versions and listings of claims in the application:

**Listing of Claims**

1. (currently amended) A composition suitable for making acoustical tiles in a water-felting process, said composition comprising up to 75% by weight of a lightweight mineral aggregate, up to 25% by weight of a cellulosic fiber, a binder and, optionally, up to 85% by weight of mineral wool, said binder consisting of up to 7.5% by weight of a reactive water-soluble epichlorohydrin polymer binder and from 0 to 8% by weight of starch.
2. (original) The composition described in claim 1, wherein said binder has a cationic charge.
3. (original) The composition described in claim 2, wherein said binder has positively charged azetidinium groups.
4. (original) The composition described in claim 3, wherein said binder is a polyamine epichlorohydrin resin binder.
5. (original) The composition described in claim 4 comprising up to 4.0% of polyamine epichlorohydrin resin based on the dry weight of the composition.
6. (original) The composition described in claim 5 comprising about 2.5% of polyamine epichlorohydrin resin based on the dry weight of the composition.

7. (original) The composition described in claim 1, wherein said binder comprises a reactive water-soluble cationic polymer and starch.

8. (previously amended) The composition described in claim 1, comprising retention aid that promotes aggregation of said water soluble binder..

9. (original) The composition described in claim 8, wherein said retention aid is a polymeric material that possesses a residual negative charge.

10.(original) The composition described in claim 8, wherein said retention aid is selected from the group consisting of a guar-based product with both cationic and anionic functionality, sodium carboxymethyl cellulose, a water-soluble low molecular weight anionic polyacrylic resin and mixtures thereof.